

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

CAMBRIDGE PLACE INVESTMENT
MANAGEMENT, INC.,

Plaintiffs,

v.

MORGAN STANLEY & CO., INC.;
CITIGROUP GLOBAL MARKETS INC.;
CREDIT SUISSE SECURITIES (USA) LLC;
RBS SECURITIES, INC.; DEUTSCHE
BANK SECURITIES, INC.; MERRILL
LYNCH, PIERCE, FENNER & SMITH, INC.;
UBS SECURITIES LLC; GOLDMAN,
SACHS & CO.; J.P. MORGAN SECURITIES
INC.; COUNTRYWIDE SECURITIES
CORPORATION; FBR CAPITAL
MARKETS & CO., HSBC SECURITIES
(USA), INC.; BANC OF AMERICA
SECURITIES LLC; RESIDENTIAL
FUNDING SECURITIES, LLC; BARCLAYS
CAPITAL INC.; ACCREDITED
MORTGAGE LOAN REIT TRUST; ACE
SECURITIES CORPORATION; AEGIS
ASSET BACKED SECURITIES
CORPORATION; AMERICAN HOME
MORTGAGE ASSETS LLC.; AMERIQUEST
MORTGAGE SECURITIES INC.; ARGENT
SECURITIES INC.; ASSET BACKED
FUNDING CORPORATION; ASSET
BACKED SECURITIES CORPORATION;
BANC OF AMERICA MORTGAGE
SECURITIES, INC.; BCAP LLC; BEAR
STEARNS ASSET BACKED SECURITIES I
LLC; CITIGROUP MORTGAGE LOAN
TRUST INC.; CREDIT SUISSE FIRST
BOSTON MORTGAGE SECURITIES
CORP.; CWABS, INC.; CWALT, INC.; FBR
SECURITIZATION, INC.; FIELDSTONE
MORTGAGE INVESTMENT
CORPORATION; FINANCIAL ASSET
SECURITIES CORP.; FREMONT
MORTGAGE SECURITIES
CORPORATION; GS MORTGAGE

Civil Action No. 1:10-CV-11376-NMG

**DEFENDANTS' ASSENTED TO MOTION
FOR LEAVE TO FILE TWO
ADDITIONAL PAGES IN REPLY TO
PLAINTIFF'S OPPOSITION TO
DEFENDANTS' JOINT MOTION FOR
LEAVE TO TAKE JURISDICTIONAL
DISCOVERY**

[CAPTION CONTINUED
ON NEXT PAGE]

SECURITIES CORP.; HSI ASSET
SECURITIZATION CORPORATION; J.P.
MORGAN ACCEPTANCE CORPORATION
I; LONG BEACH SECURITIES CORP.;
MERRILL LYNCH MORTGAGE
INVESTORS, INC.; MORGAN STANLEY
ABS CAPITAL I INC.; MORGAN
STANLEY CAPITAL I INC.; MORTGAGE
ASSET SECURITIZATION
TRANSACTIONS, INC.; NATIONSTAR
FUNDING LLC; NEW CENTURY
MORTGAGE SECURITIES LLC; NEW
CENTURY MORTGAGE SECURITIES,
INC.; NOVASTAR MORTGAGE FUNDING
CORPORATION; PARK PLACE
SECURITIES, INC.; PEOPLE'S CHOICE
HOME LOAN SECURITIES CORP.;
POPULAR ABS, INC.; RESIDENTIAL
ACCREDIT LOANS, INC.; RESIDENTIAL
ASSET MORTGAGE PRODUCTS, INC.;
RESIDENTIAL ASSET SECURITIES
CORPORATION; SACO I INC.; SAXON
ASSET SECURITIES COMPANY;
SECURITIZED ASSET BACKED
RECEIVABLES LLC; STANWICH ASSET
ACCEPTANCE COMPANY, L.L.C.;
STRUCTURED ASSET MORTGAGE
INVESTMENTS II INC.; and
WASHINGTON MUTUAL MORTGAGE
SECURITIES CORP.

Defendants.

Defendants Barclays Capital Inc., BCAP LLC, Securitized Asset Backed Receivables LLC, Credit Suisse Securities (USA) LLC, Credit Suisse First Boston Mortgage Securities Corp., Asset Backed Securities Corporation, Goldman, Sachs & Co., GS Mortgage Securities Corp., Morgan Stanley & Co. Incorporated, Morgan Stanley ABS Capital I Inc., Morgan Stanley Capital I Inc., Saxon Asset Securities Company, Citigroup Global Markets Inc., Citigroup Mortgage Loan Trust Inc., UBS Securities LLC, Mortgage Asset Securitization Transactions, Inc., Banc of America Securities LLC, Banc of America Mortgage Securities, Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc., Merrill Lynch Mortgage Investors, Inc., Asset Backed Funding Corporation, RBS Securities, Inc., Financial Asset Securities Corp., Countrywide Securities Corporation, CWABS, Inc., CWALT, Inc., J.P. Morgan Securities, Inc., J.P. Morgan Acceptance Corporation I, Bear Stearns Asset Backed Securities I LLC, Long Beach Securities Corp., Washington Mutual Mortgage Securities Corp., SACO I Inc., Structured Asset Mortgage Investments II Inc., Residential Funding Securities, LLC, Residential Accredit Loans, Inc., Residential Asset Mortgage Products, Inc., Residential Asset Securities Corporation, HSBC Securities (USA), Inc., HSI Asset Securitization Corporation, FBR Securitization, Inc., FBR Capital Markets & Co., Ameriquest Mortgage Securities, Inc., Argent Securities, Inc., Park Place Securities, Inc., Novastar Mortgage Funding Corporation, Aegis Asset Backed Securities Corporation, Nationstar Funding LLC, Stanwich Asset Acceptance Company LLC, Deutsche Bank Securities, Inc., Ace Securities Corp., Popular ABS, Inc. and Fremont Mortgage Securities Corporation (collectively, "Defendants"), respectfully request leave to file two additional pages, for a total of 12 pages, in Reply to Plaintiff's Motion in Opposition to Defendants' Joint Motion for Leave to Take Jurisdictional Discovery ("Plaintiff's Opposition").

Defendants' Opening Brief in support of their joint motion consists of 11 pages.

Plaintiff's Opposition Brief consists of 19 pages and contains 36 footnotes, and is supported by a declaration for the first time attaches 9 purported assignments.

Defendants' Reply Brief is due by Wednesday, November 10, 2010 at 5:00 p.m.

By prior Order of this Court, Defendants already have 10 pages in which to reply. By comparison, Plaintiff has 20 pages in which to reply in support of its Motion to Remand.

Defendants seek permission to file a Reply Brief of 2 additional pages, or 12 pages in total, to address the issues raised by Plaintiff's opposition.

Plaintiff consents to this motion.

WHEREFORE, Defendants respectfully request that this Court enter an order permitting Defendants to file 2 additional pages, for a total of 12 pages, in Reply to Plaintiff's Motion in Opposition to Defendants' Joint Motion for Leave to Take Jurisdictional Discovery.

Dated: November 11, 2010

Respectfully submitted,

BARCLAYS CAPITAL INC., BCAP LLC AND
SECURITIZED ASSET BACKED RECEIVABLES
LLC,

By their attorneys,

/s/ Joseph P. Davis III

Joseph P. Davis III (BBO #551111)

Gary R. Greenberg (BBO #209420)

GREENBERG TRAURIG, LLP

One International Place

Boston, MA 02110

Tel: (617) 310-6000

Fax: (617) 310-6001

davisjo@gtlaw.com

greenbergg@gtlaw.com

Joseph J. Frank (admitted *pro hac vice*)

Steven J. Fink (admitted *pro hac vice*)

Matthew L. Craner (admitted *pro hac vice*)

ORRICK HERRINGTON & SUTCLIFFE LLP

51 W. 52nd Street

New York, New York 10019

Tel: (212) 506-5155

Fax: (212) 506-5151

CREDIT SUISSE SECURITIES (USA) LLC, CREDIT
SUISSE FIRST BOSTON MORTGAGE SECURITIES
CORP., AND ASSET BACKED SECURITIES
CORPORATION,

By their attorneys,

/s/ Stephen D. Poss

Stephen D. Poss (BBO #551760)
GOODWIN PROCTER LLP
Exchange Place
53 State Street
Boston, MA 02109
Tel: (617) 570-1000
Fax: (617) 523-1231

Richard W. Clary
Michael T. Reynolds
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475
Tel: (212) 474-1000
Fax: (212) 474-3700

GOLDMAN, SACHS & CO. AND GS MORTGAGE
SECURITIES CORP.,

By their attorneys,

/s/ Richard H. Klapper

Richard H. Klapper
Theodore Edelman
Harsh N. Trivedi
Christopher J. Dunne
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004-2498
Tel: (212) 558-4000
Fax: (212) 558-3588
Admitted via *pro hac vice*

MORGAN STANLEY & CO. INCORPORATED,
MORGAN STANLEY ABS CAPITAL I INC.,
MORGAN STANLEY CAPITAL I INC., AND SAXON
ASSET SECURITIES COMPANY,

By its attorneys,

/s/ Brandon L. Bigelow

James P. Rouhandeh (*pro hac vice*)

William J. Fenrich (*pro hac vice*)

Daniel J. Schwartz (*pro hac vice*)

DAVIS POLK & WARDWELL LLP

450 Lexington Avenue

New York, New York 10017

Tel: (212) 450-4000

Fax: (212) 701-5800

rouhandeh@davispolk.com

william.fenrich@davispolk.com

daniel.schwartz@davispolk.com

Frances S. Cohen, BBO #542811

Brandon L. Bigelow, BBO #651143

BINGHAM MCCUTCHEN LLP

One Federal Street

Boston, Massachusetts 02110

Tel: (617) 951-8000

Fax: (617) 951-8736

frances.cohen@bingham.com

brandon.bigelow@bingham.com

CITIGROUP GLOBAL MARKETS INC. AND
CITIGROUP MORTGAGE LOAN TRUST INC.,

By their attorneys,

/s/ Susanna M. Buerger

Brad S. Karp (admitted *pro hac vice*)

Charles E. Davidow (admitted *pro hac vice*)

Susanna M. Buerger (admitted *pro hac vice*)

PAUL, WEISS, RIFKIND, WHARTON & GARRISON
LLP

1285 Avenue of the Americas

New York, New York 10019-6064

Tel: (212) 373-3000

Fax: (212) 492-0553

sbuerger@paulweiss.com

Franklin H. Levy (BBO #297720)

Katherine Y. Fergus (BBO #637989)

DUANE MORRIS LLP

470 Atlantic Avenue, Suite 500

Boston, Massachusetts 02210-2243

Tel: (857) 488-4200

Fax: (857) 488-4201

fhlevy@duanemorris.com

kyfergus@duanemorris.com

UBS SECURITIES LLC AND MORTGAGE ASSET
SECURITIZATION TRANSACTIONS, INC.,

By their attorneys,

/s/ Kathy B. Weinman

Kathy B. Weinman (BBO # 541993)

Jennifer M. Ryan (BBO # 661498)

DWYER & COLLORA, LLP

600 Atlantic Avenue, 12th Floor

Boston, MA 02210-2211

Tel: (617) 371-1000

Fax: (617) 371-1037

Barry G. Sher (*admitted pro hac vice*)

James R. Bliss (*admitted pro hac vice*)

Anthony Antonelli (*admitted pro hac vice*)

PAUL, HASTINGS, JANOFSKY & WALKER LLP

Park Avenue Tower

75 E. 55th Street, First Floor

New York, NY 10022-3205

Tel: (212) 318-6000

Fax: (212) 319-4090

BANC OF AMERICA SECURITIES LLC, BANC OF AMERICA MORTGAGE SECURITIES, INC., MERRILL LYNCH, PIERCE, FENNER & SMITH INC., MERRILL LYNCH MORTGAGE INVESTORS, INC., ASSET BACKED FUNDING CORPORATION, RBS SECURITIES, INC. AND FINANCIAL ASSET SECURITIES CORP.,

By their attorneys,

/s/ Jeffrey B. Rudman

Jeffrey B. Rudman (BBO #433380)

Andrea J. Robinson (BBO #556337)

Christopher B. Zimmerman (BBO #653854)

Adam J. Hornstine (BBO #666296)

Brian J. Boyle Jr. (BBO #676683)

Kathertine B. Dirks (BBO #673674)

WILMERHALE

60 State Street

Boston, MA 02109

Tel: (617) 526-6000

Fax: (617) 526-5000

COUNTRYWIDE SECURITIES CORPORATION,
CWABS, INC. AND CWALT, INC.,

By their attorneys,

/s/ Brian E. Pastuszenski

Brian E. Pastuszenski (BBO #391030)

John O. Farley (BBO #661296)

Daniel Roeser (BBO #675223)

GOODWIN PROCTER LLP

Exchange Place

53 State Street

Boston, MA 02109

Tel: (617) 570-1000

Fax: (617) 523-1231

J.P. MORGAN SECURITIES, INC., J.P. MORGAN
ACCEPTANCE CORPORATION I, BEAR STEARNS
ASSET BACKED SECURITIES I LLC, LONG
BEACH SECURITIES CORP., WASHINGTON
MUTUAL MORTGAGE SECURITIES CORP., SACO
I INC., AND STRUCTURED ASSET MORTGAGE
INVESTMENTS II INC.,

By their attorneys,

/s/ Beth I.Z. Boland

Beth I.Z. Boland (BBO #553654)
Nikki Jean Fisher (BBO #660268)
BINGHAM MCCUTCHEN LLP
One Federal Street
Boston, Massachusetts 02110
Tel: (617) 951-8000
Fax: (617) 951-8736

Kenneth I. Schacter
Theo J. Robins
Brandyne S. Warren
BINGHAM MCCUTCHEN LLP
399 Park Avenue
New York, NY 10022
Tel: (212) 705-7000
Fax: (212) 752-5378

RESIDENTIAL FUNDING SECURITIES LLC D/B/A
GMAC RFC SECURITIES, RESIDENTIAL
ACCREDIT LOANS, INC., RESIDENTIAL ASSET
MORTGAGE PRODUCTS, INC. AND RESIDENTIAL
ASSET SECURITIES CORPORATION,

By their attorneys,

/s/ Matthew A. Martell

Matthew A. Martell (BBO #641064)
John A. Houlihan (BBO #542038)
EDWARDS ANGELL PALMER & DODGE LLP
111 Huntington Avenue
Boston, MA 02199-7613
Tel: (617) 239-0100
Fax: (617) 227-4420

HSBC SECURITIES (USA), INC. AND HSI ASSET
SECURITIZATION CORPORATION,

By their attorneys,

/s/ Joseph F. Ryan

Joseph F. Ryan (BBO #435720)
LYNE, WOODWORTH & EVARTS LLP
12 Post Office Square
Boston, Massachusetts 02109
Tel: (617) 523-6655
Fax: (617) 248-9877
JRyan@lwelaw.com

Richard A. Spehr (*pro hac vice*)
Michael O. Ware (*pro hac vice*)
MAYER BROWN LLP
1675 Broadway
New York, New York 10019
Tel: (212) 506-2500
Fax: (212) 262-1910
rspehr@mayerbrown.com
mware@mayerbrown.com

FBR CAPITAL MARKETS & Co.,

By its attorneys,

/s/ William T. Hogan III

William T. Hogan III (BBO #237710)
NELSON MULLINS RILEY & SCARBOROUGH LLP
One Boston Place, 40th Floor
Boston, MA 02108
Tel: (617) 573-4700
Fax: (617) 573-4741

Margaret A. Keeley
James H. Weingarten
WILLIAMS & CONNOLLY LLP
725 Twelfth Street, N.W.
Washington, D.C. 20005
Tel: (202) 434-5000
Fax: (202) 434-5029

FBR SECURITIZATION, INC.,

By its attorneys,

/s/ Kevin W. Clancy

Kevin W. Clancy (BBO #552590)
COOKE, CLANCY & GRUENTHAL, LLP
One Liberty Square
Boston, MA 02109
Tel: (617) 428-6800
Fax: (617) 428-6868

Edward J. Fuhr
Eric H. Feiler
Matthew P. Boshier
Trevor S. Cox
Hunton & Williams LLP
951 E. Byrd Street
Riverfront Plaza, East Tower
Richmond, VA 23219
Tel: (804) 788-8200
Fax: (804) 788-8218

AMERIQUEST MORTGAGE, SECURITIES, INC.,
ARGENT SECURITIES, INC. AND PARK PLACE
SECURITIES, INC.,

By their attorneys,

/s/ Edward V. Colbert III

Edward V. Colbert III, BBO#566187

Nancy L. Perlman, BBO#656156

Erin E. Howard, BBO#666955

LOONEY & GROSSMAN LLP

101 Arch Street

Boston, MA 02110

617-951-2800

ecolbert@lgllp.com

nperlman@lgllp.com

ehoward@lgllp.com

Bernard E. LeSage, admitted *pro hac vice*

Karen L. Stevenson, admitted *pro hac vice*

Shannon Keast, admitted *pro hac vice*

BUCHALTER NEMER, P.L.C.

1000 Wilshire Blvd., Suite 1500

Los Angeles, California 90014

213-891-0700

blesage@buchalter.com

kstevenson@buchalter.com

skeast@buchalter.com

NOVASTAR MORTGAGE FUNDING
CORPORATION,

By its attorneys,

/s/ William F. Alderman

William F. Alderman (Pro Hac Vice)
ORRICK, HERRINGTON & SUTCLIFFE LLP
The Orrick Building
405 Howard Street
San Francisco, CA 94105-2669
Tel: (415) 773-5944
Fax: (415) 773-5759
walderman@orrick.com

Wm. Shaw McDermott (BBO #330860)
Phoebe S. Winder (BBO #567103)
Robert W. Sparkes, III (BBO #663626)
K&L GATES LLP
State Street Financial Center
One Lincoln Street
Boston, MA 02111
Tel: (617) 261-3100
Fax: (617) 261-3175
shaw.mcdermott@klgates.com
phoebe.winder@klgates.com
robert.sparkes@klgates.com

AEGIS ASSET BACKED SECURITIES
CORPORATION,

By its attorneys,

/s/ R. Bruce Allensworth

R. Bruce Allensworth (BBO #015820)

Phoebe S. Winder (BBO #567103)

Robert W. Sparkes, III (BBO #663626)

K&L GATES LLP

State Street Financial Center

One Lincoln Street

Boston, MA 02111

Tel: (617) 261-3100

Fax: (617) 261-3175

bruce.allensworth@klgates.com

phoebe.winder@klgates.com

robert.sparkes@klgates.com

NATIONSTAR FUNDING LLC AND STANWICH
ASSET ACCEPTANCE COMPANY, LLC,

By its attorneys,

/s/ Philip A. O'Connell, Jr.

Philip A. O'Connell, Jr. (BBO# 649343)

SNR DENTON US LLP

101 Federal Street

Suite 2750

Boston, MA 021109

Tel: (617) 235-6802

Fax: (617) 235-6899

philip.oconnelljr@snrdenton.com

Reid L. Ashinoff

(reid.ashinoff@snrdenton.com)

Jonathan D. Forstot

(jonathan.forstot@snrdenton.com)

Justin N. Kattan (justin.kattan@snrdenton.com)

SNR DENTON US LLP

1221 Avenue of the Americas

New York, NY 10020

Tel: (212) 768-6700

Fax: (212) 768-6800

DEUTSCHE BANK SECURITIES, INC. AND ACE
SECURITIES CORP.,

By their attorneys,

/s/ Ethan J. Brown

Ethan J. Brown (BBO #634982)
LATHAM & WATKINS LLP
355 South Grand Avenue
Los Angeles, CA 90071-1560
Tel: (213) 485-1234
Fax: (213) 891-8763
Ethan.Brown@lw.com

Jamie L. Wine (admitted *pro hac vice*)
John M. Falzone (admitted *pro hac vice*)
Jason C. Hegt (admitted *pro hac vice*)
LATHAM & WATKINS LLP
855 Third Avenue, Suite 1000
New York, New York 10022
Tel: (212) 906-1200

POPULAR ABS, INC.

By its attorneys,

/s/ Sean T. Carnathan

Sean T. Carnathan (BBO #636889)
O'CONNOR, CARNATHAN AND MACK LLC
8 New England Executive Park, Suite 310
Burlington, Massachusetts 01803
Tel: 781.359.9000
Fax: 781.359.9001
scarnathan@ocmlaw.net

Thomas W. Dymek
John J. Murphy
Stradley Ronon Stevens & Young, LLP
2600 One Commerce Square
Philadelphia, PA 19103
Tel: 215-564-8053
Fax: 215-564-8120
TDymek@Stradley.com
JMurphy@Stradley.com

Fremont Mortgage Securities Corp.

By its attorneys,

/s/ James R. Carroll

James R. Carroll (BBO #554426)

Peter Simshauser (BBO #665153)

Christian R. Jenner (BBO #669255)

SKADDEN, ARPS, SLATE,

MEAGHER & FLOM LLP

One Beacon Street

Boston, Massachusetts 02108

(617) 573-4800

james.carroll@skadden.com

peter.simshauser@skadden.com

christian.jenner@skadden.com

LOCAL RULE 7.1(a)(2) CERTIFICATE

I, Joseph P. Davis III, hereby certify that on November 8, 2010, I spoke with Plaintiff's counsel by telephone and obtained the assent of Plaintiff's counsel to Defendants' Motion for Leave to File Two Additional Pages In Reply to Plaintiff's Opposition to Defendants' Joint Motion for Leave to Take Jurisdictional Discovery.

/s/ Joseph P. Davis III

Joseph P. Davis III

CERTIFICATE OF SERVICE

I, Joseph P. Davis III, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to the following and those indicated as non registered participants on November 9, 2010 by U.S. mail, postage prepaid.

/s/ Joseph P. Davis III

Joseph P. Davis III